
LAN - Local Area Network

The school's LAN is used as the means of distribution to the classrooms from the installed media server. For best performance the LAN should have 100-baseT switched segments to each of the school's classrooms. The LAN switch should be of a high performance design providing full bandwidth across all of its ports simultaneously. The LAN's wiring should meet Cat-5 performance and use either 586 A or B termination standards.

Users PC

It is recommended the users PC have an Intel P2 processor or equivalent and 64 megabytes of RAM as a minimum. The operating system will need to be Microsoft Windows 95 or Apple OS 7 or higher. The PC will also need to have Windows Media Player 4.5 or higher and Microsoft Internet Explorer 5.5 or higher installed. The users PC will also required access to the schools LAN.

6.2 AchieveXpress Minimum Requirements for End Users

QuickTime Player or WMP7 Windows Media Player 7.1 System Requirements for
Windows 98, Windows 98 Second Edition, Windows 2000, Windows XP and
Windows Millennium Edition

Minimum

- Microsoft Windows(r) 98, Windows 98 Second Edition, Windows 2000, Windows XP or Windows Millennium Edition
- Pentium 166 megahertz (MHz) processor
- 32 MB RAM
- 256-color video card

Recommended

- Windows 98, Windows 98 Second Edition, Windows 2000, Windows XP or Windows Millennium Edition
- Pentium or AMD Athlon K6 266 MHz processor or faster ; * 64 MB RAM ; * 24-bit true color video card

Mac7 Windows Media Player 7.1 for Mac**Minimum**

- Apple Mac OS 8.1 or later (Mac OS 8.6 or later recommended)
- PowerPC 603e 180 MHz or higher processor ;+ 32 megabytes (MB) or higher of RAM *
Virtual Memory turned on
- 10 MB of free hard disk space
- Monitor color depth of 256 colors (Millions of colors recommended)

Microsoft Internet Explorer 4.0.1 or later (Internet Explorer 5 or later recommended)

7.0 Pricing

Achieve Telecom Network is pleased to offer the AchieveXpress telecommunications service with the Satellite Overlay Network for \$3,750.00 per month per location; \$3,000 per month for location without the Satellite Overlay Network.

8.0 Contract Execution / Acceptance

The parties acknowledge and agree that this Proposal will be placed under and governed by a Master Agreement by and between Achieve Telecom Network and Somerville Public Schools.

Contact Information

Address		Web Site
Somerville Public Schools 181 Washington Street Somerville, MA 02143		
Customer Contacts		Contact Information
Mr. Tim Egan Somerville Public Schools		Phone: (617) 625-6600 Email: tegan@k12.somerville.ma.us
Achieve Telecom Contacts		Contact Information
Vic Gatto Chairman, Achieve Telecom		Phone: (978) 538-5212 or toll free 866-538-5212 Cell Number: (865) 806-3453 E-mail: vicgatto@achievetelnet.com
Joy Jackson President, Achieve Telecom		Phone: (978) 538-5212 or toll free 866-538-5212 Cell Number: (865) 414-6624 E-mail: joyjackson@achievetelnet.com

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SOMERVILLE LAW DEPT

16177768847

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FMA NL 011 DDD 1130

End of Document

EXHIBIT 2

From: John Flores
Sent: Thu 4/3/2008 2:07 PM
To: jbauman@sl.universalservice.org
Subject: USDLA

Dear Jennifer:

Please feel free to call me at your convenience at my Boston office or my cell 617 686 6916. In response to your inquiry about the USDLA Digital Divide Fund, the following is in response to your questions. USDLA in partnership with its Board of Directors solicits donations in support of its Digital Divide Fund. Our campaigns are usually via email, conferences and face to face meetings. As a 501c3 non profit association our intent is to assist districts in the implementation of distance learning programs along with other goals too. We are fortunate that many companies who have an interest in e rate opportunities with school districts across the country are members of USDLA. In particular Polycom, Tandberg, Aretha and Achieve are just a few. As we solicit donations from philanthropic groups and or private donations we work with districts attempting to support what the e rate monies allow them to do. Achieve as a Massachusetts based company has taken advantage of this opportunity. All of the grants we do award are always subject to funding. All partners know this before moving forward. I hope this helps you out. If you need more information please do not hesitate to call me. Moreover if you would like to see USDLA in action and meet some of our folks we have our annual conference coming up in St. Louis April 20 - 23. Let me know if you have any interest.

Dr. Flores

John G. Flores, Ph.D.
Chief Executive Officer
USDLA
8 Winter Street
Suite 508
Boston, MA 02108
www.usdla.org
Phone : 617 399 1770
Fax: 617 399 1771

EXHIBIT 3



BY ELECTRONIC AND FIRST CLASS MAIL

Jennifer Cerciello
Manager – Special Compliance Review
USAC –Schools and Libraries Division
100 South Jefferson Road
P.O. Box 902
Whippany, New Jersey 07981

July 17, 2008

Re: USAC Letter, dated July 10, 2008, to Achieve Telecom Network of Massachusetts (“Achieve”)

Dear Ms. Cerciello,

This responds to the referenced USAC Letter of July 10, 2008 (“Letter”) wherein you raise questions about an alleged partnership between Achieve and the United States Distance Learning Association (“USDLA”) which the Letter asserts “provides an appearance” of non-compliance with USAC rules. Achieve respectfully submits that is not the case.

Achieve has no formal or informal partnership with USDLA. USDLA is a separate, independent, nonprofit 501(c) (3) entity. Achieve is not a member of USDLA. No owner, officer, director or employee of Achieve has an interest in USDLA, serves on any Board or Committee of USDLA. Achieve does not control or have any input into the contents of reports, like the USDLA CEO’s Annual Report for 2006 that you reference in the Letter (“2006 Report”), issued by USDLA. Similarly, no owner, officer, director or employee of USDLA has an ownership interest in or is otherwise affiliated with Achieve.

Principals of Achieve have encouraged third parties to donate money to a fund which was established by USDLA in its own right to support distance learning projects. Apparently, from the contents of the 2006 Report that you cite, there are other entities who solicit “Corporate and Higher Education” for support for this fund as well.

Achieve’s efforts in this regard are not pursuant to any partnership or agreement or understanding between Achieve and USDLA or its officers relating to grant applications from applicants specifying Achieve’s services. In other words, there is no *quid pro quo* between Achieve and USDLA in this regard. Achieve is not directly or indirectly funding the non-discounted portion of any applicant. Indeed, Achieve has not contributed to the fund. Nor does Achieve have any understandings or agreements with

potential donors as to conditions relating to USDLA's use of funds that the donors should place on any donation that they might make to the fund. Achieve is certainly not aware of any general prohibition under USAC rules from encouraging individuals or entities to make such charitable contributions.

Achieve, as is permitted under the USAC guidance, has made applicants, including applicants that are potentially interested in Achieve to provide services, aware of the possibility of receiving grants from USDLA and other organizations. Achieve has noted that there are other organizations that also provide grant opportunities to cover the non-discounted portion of E-rate supported services. Achieve understands that some of those organizations, which also may receive E-Rate support through USAC, are members of USDLA. In addition, some of these organizations may have their own foundations or grant organizations which provide grants to E-Rate program applicants.

Certainly, there is nothing to prevent any other service provider who bids against Achieve from encouraging or making the applicant aware that USDLA could be the source of a grant. So Achieve is gaining no competitive advantage in doing so.

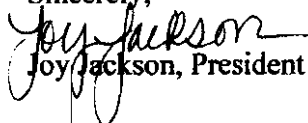
Achieve has no role in the process of considering or determining the eligibility of applications for any grants made by USDLA. That process is handled completely by USDLA personnel. The criteria applied and decisions arrived at are USDLA's exclusively. Achieve understands that grant applicants are told that the award and use of any grant is not tied to the selection of any particular service provider. Under the circumstances, USDLA is clearly an entity "independent" from Achieve and hardly dependent upon Achieve for the raising of substantial capital.

Your Letter also refers to a review of "competitive bid documentation" from which "it appears that Achieve markets its service as a no-cost service because of the USDLA partnership." I cannot respond to the specific "documentation" to which you refer without reviewing it. However, again, we have no partnership with USDLA except the common view of the importance of bringing an opportunity for enhanced learning to poorer schools and students. Achieve does not market its service as a "no-cost" service because it has no control over whether a grant will or will not be made. In making applicants aware of the opportunity to obtain grants from USDLA, Achieve has never indicated that there was any guarantee that USDLA would issue any grant merely because Achieve was the prospective service provider.

To the extent that your inquiry is preventing the release of previously-approved funding for services which Achieve has already provided during Funding Year 2007 (which ended June 30, 2008), I would hope that this response would permit payment of pending invoices. It is Achieve's understanding that these requests were previously thoroughly reviewed and vetted by USAC prior to its issuance of the relevant Funding Decision Commitment Letters ("FCDLs").

We would appreciate confirmation that this response has addressed any USAC's concerns. Please do not hesitate to contact me with any further questions. We appreciate your prompt review and closure of this matter.

Sincerely,


Joy Jackson, President

SPECIAL COMPLIANCE REVIEW CERTIFICATION

I certify that I am authorized to make the representations set forth in the responses to the Special Compliance Review inquiry on behalf of **Achieve Telecom Network of MA, LLC**, the service provider represented on and responding to the Special Compliance Review inquiry, and am the most knowledgeable person with regard to the information set forth therein. I certify that the responses and supporting documentation to the Special Compliance Review inquiry are true and correct to the best of my knowledge, information and belief. I acknowledge that FCC rules provide that persons who have been convicted of criminal violations or held civilly liable for certain acts arising from their participation in the schools and libraries support mechanism are subject to suspension and debarment from the program. I acknowledge that false statements can be punished by fine or forfeiture under the Communications Act, 47 U.S.C. §§ 502, 503(b), or fine or imprisonment under Title 18 of the United States Code, 18 U.S.C. § 1001 and civil violations of the False Claims Act.

I declare under penalty of perjury that the foregoing is true and correct. Executed on 18 day of July, 2008 at Car Ridge [city], Shennecossett [state].

Signature	<u>Joy Jackson</u>	Date	<u>July 18, 2008</u>
Print Name	<u>Joy Jackson</u>	Title	<u>President</u>
Employer	<u>Achieve Telecom Network of MA, LLC</u>		
Telephone Number	<u>781-737-1891</u>	Fax Number	<u>781-821-2236</u>
Email Address	<u>joy.jackson@achievetelnet.com</u>		
Address	<u>40 Shawmut RD, Suite 200</u> <u>Centen, MA 02021</u>		

EXHIBIT 4

October 23, 2008

Paul C. Besozzi
pbsozzi@pattonboggs.com

BY E-MAIL FOIA@fcc.gov

Managing Director
Attention: FOIA Officer
Federal Communications Commission
445 12th Street, SW, Room 1-A835
Washington, DC, 20554

**Re: Freedom of Information Act Request ("FOIA") – Achieve Telecom Network of
Massachusetts, LLC re: Form 471 Application No. 433768**

Dear Mr. Dale:

In accordance with Section 552 of the Administrative Procedures Act, 5 U.S.C. § 552 and Section 0.461 of the Federal Communications Commission's ("FCC") Rules, 47 C.F.R. §0.461, Achieve Telecom Network of Massachusetts, LLC. ("Achieve"), acting through counsel, hereby submits this request for information from the FCC, which oversees the Universal Service Administrative Company ("USAC").¹ Achieve seeks information from the FCC's records that is generally not available to the public.

Achieve is a provider of Telecommunications Services that are eligible for E-rate funding support under Subpart F of 47 C.F.R. Part 54, Universal Service Support for Schools and Libraries ("E-rate Program") to a number of schools in the State of Massachusetts. On September 11, 2008, Achieve received a Notification of Commitment Adjustment Letter ("Notice") from the USAC Schools and Libraries Division regarding *Springfield Public Schools for Funding Year 2004*, Form 471 Application No. 433768, asserting, among other things, that "Achieve's bids to applicants indicate that Achieve markets their service to applicants as a no cost service..." (attached as Exhibit 1).

Achieve seeks records not otherwise exempt under the FOIA, which are being relied upon or cited to support the reasoning and denial reflected in the Funding Commitment Adjustment Explanation in Exhibit 1, in the following categories:

¹ The Universal Service Administrative Company directs companies to file FOIA requests directly with the FCC. *Freedom of Information Act Requests*, <http://www.usac.org/privacy.aspx> ("USAC administers the universal service support mechanisms under the authorization and oversight of the FCC. Consequently, requests for information made pursuant to the Freedom of Information Act, 5 U.S.C. § 552, (FOIA) should be made directly to the FCC.")

October 23, 2008

Page 2 of 2

1. Records indicating that Achieve has a partnership with the U.S. Distance Learning Association ("USDLA") and solicits donations on behalf of USDLA.
2. Records reflecting that Achieve controls the decisions that USDLA reaches in issuing grants to applicants specifically designated for Achieve funding requests.
3. Records reflecting Achieve bids to applicants that indicated that Achieve markets its services to applicants as a no cost service because Achieve is able to guarantee applicants that they will receive USDLA grants to pay their share of the Achieve funding requests.
4. Records reflecting that Achieve directly or indirectly provided the applicants' non-discount share of the cost.
5. Records reflecting that Achieve provided a rebate to the applicants in connection with the services purchased from Achieve.
6. Records reflecting that Achieve waived or otherwise did not require payment of the non-discounted portion of the cost from the applicants.
7. Records reflecting that Achieve guaranteed that the applicants would receive a grant from the USDLA to use to pay the applicants' share for the Achieve funding requests.

In the event that the FCC determines that all or part of the requested materials are subject to a FOIA exemption, Achieve requests that the FCC release all segregable portions of the requested materials and identify the total number of pages being withheld.²

Achieve is prepared to pay the maximum search fee of \$71.92 per hour listed in Section 0.467(a) of the Commission's Rules if necessary to obtain copies of the foregoing requested materials up to a maximum of \$300. If the search will extend beyond that amount, please notify the undersigned. Achieve requests that the responsive materials be produced as paper hard copies

Please direct all questions concerning this request to the undersigned counsel. I can be reached at 202-457-5292 and pbesozzi@pattonboggs.com.

Sincerely,



Paul C. Besozzi
Counsel to Achieve Telecom Network of Massachusetts, LLC

² See 5 U.S.C. § 552(a)(6)(F) (requiring an agency to identify the amount of information that is being denied if doing so would not undermine the protection provided in the FOIA exemption).

EXHIBIT 1



Schools & Libraries Division

**Notification of Commitment Adjustment Letter
Funding Year 2004: 7/01/2004 - 6/30/2005**

September 8, 2008

**Joy Jackson
Achieve Telecom Network of MA, LLC
40 Shawmut Rd. Suite 200
Canton, MA 02021 1410**

**Re: SPIN: 143026761
Form 471 Application Number: 433768
Funding Year: 2004
FCC Registration Number
Applicant Name: SPRINGFIELD PUBLIC SCHOOLS
Billed Entity Number: 120089
Applicant Contact Person: ROBERT G HAMEL**

Our routine review of Schools and Libraries Program funding commitments has revealed certain applications where funds were committed in violation of program rules.

In order to be sure that no funds are used in violation of program rules, the Schools and Libraries Division (SLD) of the Universal Service Administrative Company (USAC) must now adjust the overall funding commitment. The purpose of this letter is to make the adjustments to the funding commitment required by program rules, and to give you an opportunity to appeal this decision. USAC has determined the service provider is responsible for all or some of the program rule violations. Therefore, the service provider is responsible to repay all or some of the funds disbursed in error (if any).

This is NOT a bill. If recovery of disbursed funds is required, the next step in the recovery process is for SLD to issue you a Demand Payment Letter. The balance of the debt will be due within 30 days of the Demand Payment Letter. Failure to pay the debt within 30 days from the date of the Demand Payment Letter could result in interest, late payment fees, administrative charges and implementation of the "Red Light Rule." Please see the "Informational Notice to All Universal Service Fund Contributors, Beneficiaries, and Service Providers" at <http://www.universalservice.org/fund-administration/tools/latest-news.aspx#083104> for more information regarding the consequences of not paying the debt in a timely manner.

TO APPEAL THIS DECISION:

If you wish to appeal the Commitment Adjustment Decision indicated in this letter, your appeal must be received or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. In your letter of appeal:

1. Include the name, address, telephone number, fax number, and e-mail address (if available) for the person who can most readily discuss this appeal with us.
2. State outright that your letter is an appeal. Identify the date of the Notification of Commitment Adjustment Letter and the Funding Request Numbers you are appealing. Your letter of appeal must include the Billed Entity Name, the Form 471 Application Number, Billed Entity Number, and the FCC Registration Number (FCC RN) from the top of your letter.
3. When explaining your appeal, copy the language or text from the Notification of Commitment Adjustment Letter that is the subject of your appeal to allow the SLD to more readily understand your appeal and respond appropriately. Please keep your letter specific and brief, and provide documentation to support your appeal. Be sure to keep copies of your correspondence and documentation.
4. Provide an authorized signature on your letter of appeal.

If you are submitting your appeal electronically, please send your appeal to appeals@sl.universalservice.org using your organization's e-mail. If you are submitting your appeal on paper, please send your appeal to: Letter of Appeal, Schools and Libraries Division, Dept. 125- Correspondence Unit, 100 South Jefferson Road, Whippany, NJ 07981. Additional options for filing an appeal can be found in the "Appeals Procedure" posted in the Reference Area of the SLD section of the USAC web site or by contacting the Client Service Bureau at 1-888-203-8100. We strongly recommend that you use the electronic appeals option.

While we encourage you to resolve your appeal with the SLD first, you have the option of filing an appeal directly with the Federal Communications Commission (FCC). You should refer to CC Docket Nos. on the first page of your appeal to the FCC. Your appeal must be received or postmarked within 60 days of the date of this letter. Failure to meet this requirement will result in automatic dismissal of your appeal. If you are submitting your appeal via United States Postal Service, send to: FCC, Office of the Secretary, 445 12th Street SW, Washington, DC 20554. Further information and options for filing an appeal directly with the FCC can be found in the "Appeals Procedure" posted in the Reference Area of the SLD web site, or by contacting the Client Service Bureau. We strongly recommend that you use the electronic filing options

FUNDING COMMITMENT ADJUSTMENT REPORT

On the pages following this letter, we have provided a Funding Commitment Adjustment Report (Report) for the Form 471 application cited above. The enclosed Report includes the Funding Request Number(s) from the application for which adjustments are necessary. Immediately preceding the Report, you will find a guide that defines each line of the Report.

The SLD is also sending this information to the applicant for informational purposes. If USAC has determined the applicant is also responsible for any rule violation on these Funding Request Numbers, a separate letter will be sent to the applicant detailing the necessary applicant action.

Please note that if the Funds Disbursed to Date amount is less than the Adjusted Funding Commitment amount, USAC will continue to process properly filed invoices up to the Adjusted Funding Commitment amount. Please note the Funding Commitment Adjustment Explanation in the attached Report. It explains why the funding commitment is being reduced. Please ensure that any invoices that you or the applicant submit to USAC are consistent with program rules as indicated in the Funding Commitment Adjustment Explanation. If the Funds Disbursed to Date amount exceeds the Adjusted Funding Commitment amount, USAC will have to recover some or all of the disbursed funds. The Report explains the exact amount (if any) the service provider is responsible for repaying.

Schools and Libraries Division
Universal Services Administrative Company

cc: ROBERT G HAMEL
SPRINGFIELD PUBLIC SCHOOLS

A GUIDE TO THE FUNDING COMMITMENT ADJUSTMENT REPORT

Attached to this letter will be a report for each funding request from your application for which a commitment adjustment is required. We are providing the following definitions.

FUNDING REQUEST NUMBER (FRN): A Funding Request Number is assigned by the SLD to each individual request in your Form 471 once an application has been processed. This number is used to report to applicants and service providers the status of individual discount funding requests submitted on a Form 471.

CONTRACT NUMBER: The number of the contract between the applicant and the service provider. This will be present only if a contract number was provided on Form 471.

SERVICES ORDERED: The type of service ordered by applicant, as shown on Form 471.

BILLING ACCOUNT NUMBER: The account number that you have established with your customer for billing purposes. This will be present only if a Billing Account Number was provided on the Form 471.

ORIGINAL FUNDING COMMITMENT: This represents the original amount of funding that SLD had reserved to reimburse for the approved discounts for this service for this funding year.

COMMITMENT ADJUSTMENT AMOUNT: This represents the amount of funding that SLD has rescinded because of program rule violations.

ADJUSTED FUNDING COMMITMENT: This represents the adjusted total amount of funding that SLD has reserved to reimburse for the approved discounts for this service for this funding year. If this amount exceeds the Funds Disbursed to Date, the SLD will continue to process properly filed invoices up to the new commitment amount.

FUNDS DISBURSED TO DATE: This represents the total funds that have been disbursed for this FRN as of the date of this letter.

FUNDS TO BE RECOVERED FROM SERVICE PROVIDER: This represents the amount of improperly disbursed funds to date for which the service provider has been determined to be primarily responsible. These improperly disbursed funds will have to be recovered from the service provider.

FUNDING COMMITMENT ADJUSTMENT EXPLANATION: This entry provides an explanation of the reason the adjustment was made.

**Funding Commitment Adjustment Report
Form 471 Application Number: 433768**

Funding Request Number:	1207981
Contract Number:	N/A
Services Ordered:	TELCOMM SERVICES
Billing Account Number:	N/A
Original Funding Commitment:	\$6,063.00
Commitment Adjustment Amount:	\$6,063.00
Adjusted Funding Commitment:	\$0.00
Funds Disbursed to Date:	\$0.00
Funds to be Recovered from Service Provider:	\$0.00
Funding Commitment Adjustment Explanation:	

After a thorough investigation, it has been determined that this funding commitment must be rescinded in full. The information obtained during the Special Compliance Review indicates that Achieve Telecom (Achieve) has a partnership with USDLA and solicits donations on behalf of USDLA. USDLA then provides grants to applicants to use to pay their non-discount share, which is specifically designated for Achieve funding requests. Achieve's bids to applicants indicate that Achieve markets their service to applicants as a no cost service because Achieve is able to guarantee applicants that they will receive USDLA grants to pay their share for the Achieve funding requests. Achieve is therefore providing applicants with a rebate for the applicant's portion of the cost. Applicants are required to conduct a fair and open competitive bidding process and to pay the non-discount share of the cost of the products and services. It is a violation of program rules for the service provider to waive the applicant's non-discount portion or otherwise not require payment. The applicant's share cannot come directly or indirectly from the applicant's service provider. Applicants may not receive rebates for services or products purchased with universal service discounts from the service provider providing the services. The information obtained shows that Achieve guarantees that the applicants will receive a grant from the USDLA to use to pay the applicant's share for the Achieve funding requests. Because Achieve is able to guarantee this grant, Achieve is providing the applicants with a rebate of the applicant's share of the cost of the services in violation of program rules. Furthermore, Achieve has an unfair competitive advantage based on violating the rule that applicants not receive rebates for services or products purchased with universal service discounts from the service provider providing the services. Both the applicant and the service provider are responsible for these rule violations because the applicant was unable to conduct a fair and open competitive bidding process based on Achieve's no-cost guarantee, and Achieve had an unfair competitive advantage because Achieve guaranteed a no-cost service in violation of the rule that the service provider not provide a rebate to the applicant. USAC has determined that both the applicant and the service provider are responsible for this rule violation; if any funds were disbursed, USAC will seek recovery of the improperly disbursed funds from both the applicant and the service provider.

**PLEASE SEND A COPY OF THIS PAGE WITH YOUR
CHECK TO ENSURE TIMELY PROCESSING**

EXHIBIT 5

**Schools and Libraries Division**

Date: March 31, 2008

John G. Flores
USOLA
800-275-5162

The Special Compliance Review (SCR) team, which is a part of USAC's Program Integrity Assurance review of applications for Schools and Libraries (E-rate) Program funding, needs some information regarding your organization.

The SCR team has reviewed Funding Year 2007 E-Rate applications for some entities that indicated in their budget documentation that a portion of the costs are covered by grants from USOLA. As such, we need to have a clear understanding as to how your grant program works. We did review your web site, however, although there seemed to be information regarding awards, we did not see information regarding grants offered. As such, it would be helpful if you could provide some general information regarding your grant program.

Additionally, SCR is aware that Achieve Telecom Network of MA, LLC currently has customers who use USOLA grants to support their budgets. To the best of your knowledge, are you aware of any other service providers whose customers rely on USOLA grants? If so, please specify.

Thank you very much for your assistance. If you have any questions, please feel free to contact me. My contact information is listed below.

Jennifer Baumann
Special Compliance Review
USAC, Schools and Libraries Division
Phone: 973-681-6726
Fax: 973-699-6552
E-mail: jbaumen@universal-service.org

EXHIBIT 6



June 21, 2010

Universal Service Administrative Company
Schools and Library Division
Washington, DC 20036

To Whom It May Concern,

This letter is to inform USAC that Achieve Telecom Network of Massachusetts has never been a member or sponsor of USDLA nor has Achieve Telecom ever been a partner of USDLA. The term partner as cited by USAC in USDLA reports was used to infer that a common goal existed between both entities. That goal was to promote the application and development of distance learning opportunities to support various school district distance learning projects. Specifically, any Achieve related school district that received any monetary support from USDLA was the result of a review of the school's grant application submitted by the district to USDLA. Hence, any suggestion that USDLA and Achieve were partners is a total misrepresentation.

Moreover, all grants awarded by USDLA were 100% subject to funding. No district was ever guaranteed receipt of any funds from USDLA. Finally, all funds solicited from private benefactors in support of the digital divide fund were distributed based upon the terms of the grant awards to various school districts.

In closing, USDLA stands ready to continue collaborating with any entity supporting distance learning applications.

Sincerely,

John G. Flores, Ph.D.
Executive Director

EXHIBIT 7

July 10, 2008

Joy D. Jackson
Achieve Telecom Network of MA, LLC
V: 781-737-1891

Response Due Date: July 25, 2008

The Special Compliance Review (SCR) team is in the process of reviewing applications for schools and libraries discounts to ensure that they are in compliance with the rules of the Universal Service program. To complete our review, we need some additional information. The information needed to complete the review is listed below.

Some applicants with Achieve Telecom funding requests rely on USDLA grants in their budgets. The USDLA website, www.usdla.org, states the following in the USDLA CEO's Annual Report for 2006:

- "Grants: Continued partnership with Achieve Telecom to assist in pursuit of E-Rate K-12 monetary allocation with various technology companies which creates a revenue stream for the association.
- Digital Divide Fund: Created Digital Divide Fund to solicit monetary support for K-12 distance learning network projects.
- Revenue Sources: The majority of all revenue sources for USDLA are the direct result of initiatives and relationships within the distance learning industry. Corporate and Higher Education continue to be USDLA's major contributors."

This information provides an appearance of a potential competitive bid violation, because Achieve Telecom solicits donations on behalf of USDLA, which applicants use to pay their share on Achieve Telecom funding requests. Further, upon review of competitive bid documentation, it appears that Achieve Telecom markets their service to applicants as a no cost service, because of the USDLA partnership.

Program rules do not restrict applicants from accepting grants from bona fide organizations, nor do they restrict service providers from attempting to help applicants obtain grants from such organizations, so long as the grants or organizations are independent of the service provider. Additionally, on FCC Forms 471, applicants certify that they have secured access. "Secured access" means that they can show that those funds are, or will be, part of their annual budget; or, if they are obtaining the funds from an outside source, that those funds have been promised to them. If they obtain those funds from an outside source, the funds must not come directly or indirectly from their service provider(s).

Therefore, USAC requires your response as to how the aforementioned partnership does not violate competitive bidding rules and requirements by providing Achieve Telecom an unfair competitive advantage.

Additionally, it appears that applicants relying on USDLA grants are indirectly receiving their non-discounted share from Achieve Telecom. Please explain how you feel this is not a violation of the applicants' secured access certifications.

Please fax or email the requested information to my attention. If you have any questions or you do not understand what we are requesting, please feel free to contact me. It is important that we receive all of the information requested within **15 calendar days** so we can complete our review. If you need additional time to prepare your response, please let me know as soon as possible.